

**Exhibit 3**

**SCHEDULE 3.5.1**

**ALLOCATION OF PRELIMINARY PURCHASE PRICE**

The Preliminary Purchase Price shall be allocated as follows`

		<b>Purchase Price Allocation \$ USD MM</b>
1.	Katcon, S.A. de C.V. - Sale of Shares	2.4
2.	Delphi South Africa (Proprietary) Ltd. Sale of Shares	2.0
3.	Shanghai Delphi Emission Control Systems Company, Ltd. (China) Sale of Assets	4.2
4.	Delphi Automotive Systems Australia Ltd. Sale of Asset	3.3
5.	Delphi Automotive Systems Pvt. Ltd. Maharashtra, India Sale of Assets	0.2
6.	Delphi Poland S.A.	4.7
7.	Delphi Automotive Systems Luxembourg S.A.	0.05
8.	All Acquired Assets of Filing Affiliates.	0.15
	<b>Total</b>	17.0